

Hearing Date: November 19, 2012 at 10:00 a.m. (ET)
Objection Deadline: October 29, 2012 at 5:00 p.m. (ET)

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*Bankruptcy Counsel for Cambridge Place
Investment Management Inc.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

(Jointly Administered)

Re: Doc. No. 61

**JOINDER OF CAMBRIDGE PLACE INVESTMENT
MANAGEMENT INC. TO LEAD PLAINTIFF'S LIMITED
OBJECTION TO DEBTORS' MOTION TO APPROVE
SALE OF ASSETS PURSUANT TO (A) THE ASSET
PURCHASE AGREEMENT WITH OCWEN LOAN
SERVICING, LLC [PLATFORM ASSETS] AND (B) THE
ASSET PURCHASE AGREEMENT WITH BERKSHIRE
HATHAWAY INC. [WHOLE LOAN ASSETS]**

1. Cambridge Place Investment Management Inc. ("CPIM"), plaintiff in the civil actions styled as *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*, pending in the Superior Court of Massachusetts, Case Nos. 10-2741-BLS1 ("CPIM I") and 11-0555-BLS1 ("CPIM II" and collectively with CPIM I, the "CPIM Actions") hereby joins (the

“Joinder”) in the *Lead Plaintiff’s Limited Objection to Debtors’ Motion to Approve Sale of Assets Pursuant to (A) the Asset Purchase Agreement with Ocwen Loan Servicing, LLC and (B) the Asset Purchase Agreement with Berkshire Hathaway Inc.* (the “Lead Plaintiff Limited Objection”)¹ filed by New Jersey Carpenters Health Fund (the “Lead Plaintiff”), on behalf of itself and the Class in opposition to the Debtors’ Motion Authorizing, *inter alia*, the sale of certain assets and approving asset purchase agreements (the “Sale Motion”) [Doc. No. 61], the order approving the sale procedures [Doc. No. 538] and the proposed asset purchase agreements with Nationstar Mortgage LLC [Doc. No. 534] and Berkshire Hathaway Inc. [Doc. No. 535].

2. The procedural history of the CPIM Actions is set forth in detail in the *Joinder of Cambridge Place Investment Management Inc. to Objection of New Jersey Carpenters Health Fund to Debtors’ Motion to Extend the Automatic Stay or, in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain Litigation Against Debtors’ Directors and Officers and Non-Debtor Corporate Affiliates*, Adv. Pro. No. 12-ap-01671(MG) [Doc. No. 41] and is incorporated herein by reference.

3. CPIM does not object to the relief requested in the Sale Motion, but requests that any order granting, in whole or in part, the relief requested provide (i) an appropriate protocol, policy or mechanism for the retention, preservation and protection of books, records and other documents, in whatever form or format that may be transferred as part of the sale under the Nationstar APA (defined in the Lead Plaintiff Limited Objection)² or the Berkshire APA (defined

¹ Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Lead Plaintiff Limited Objection.

² On October 24, 2012, Ocwen Loan Servicing LLC (“Ocwen”) was the successful bidder for the assets described in the Nationstar APA. As of the date of the submission of this Limited Objection, Ocwen has not filed an amended APA. Should Ocwen file an amended APA, CPIM reserves the right to further object thereto to the extent it differs with the relevant

in the Lead Plaintiff Limited Objection) and (ii) that notice be given to CPIM and other parties in interest of, and an opportunity to object to and be heard on, any efforts by the Sellers or the Purchaser (as defined in the respective APA) to destroy or abandon any of the foregoing documents (including those copies or originals retained by the Debtors, if any).

Dated: October 29, 2012
New York, New York

Respectfully submitted,

/s/ Michael S. Etkin
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provisions of the Nationstar APA. Accordingly, references to the “Nationstar APA” shall mean any APA filed by Ocwen.